

Transaction Documents

BCBSA License Agreement Addendum

Charitable Organization Grant Agreement-Alaska

Charitable Organization Grant Agreement-Washington

Excess Share Escrow Agent Agreement

Indemnification Agreement

Intellectual Property License Agreement

Intercompany Services and Cost Allocation Agreement

Intercompany Tax Sharing Agreement

LifeWise/New LifeWise Transfer of Assets Agreement

New Premera Blue Cross/New Premera Blue Cross of Alaska Management Agreement

Premera Blue Cross/New Premera Blue Cross Transfer of Assets Agreement

Premera Blue Cross/New Premera of Alaska Transfer of Assets Agreement

Premera Blue Cross Plan of Reorganization and Plan of Distribution

PREMERA/New PREMERA Transfer of Assets Agreement

PREMERA Plan of Reorganization and Plan of Distribution

Quality Solutions/New Quality Solutions Transfer of Assets Agreement

Registration Rights Agreement

Shareholder Protection Rights Agreement

Stock Restrictions Agreement

EXHIBIT A

Proposed Trustee Fee Schedule

ACCEPTANCE FEE\$5,000

THIS ONE TIME CHARGE IS PAYABLE AT THE CLOSING. IT INCLUDES THE FOLLOWING SERVICES:

- ☐ REVIEW OF THE VOTING TRUST AGREEMENT AND ALL SUPPORTING DOCUMENTS
- ☐ INITIAL ESTABLISHMENT OF THE ACCOUNTS

ANNUAL ADMINISTRATION FEE, PER AGREEMENT\$25,000

THIS FEE IS PAYABLE UPON CLOSING AND ON EACH ANNIVERSARY DATE AND INCLUDES:

- ☐ ADMINISTRATIVE FUNCTIONS UNDER THE VOTING TRUST AGREEMENT
- ☐ MAINTENANCE AND POSTING OF ACCOUNTS
- ☐ PAYMENT OF DIVIDENDS

Out-of-Pocket Expenses

Fees quoted do not include any out-of-pocket expenses including, but not limited to, travel, expenses of external counsel, foreign depositaries, facsimile, stationery, postage, telephone, overnight courier, messenger costs and other allocated costs. These expenses will be billed at our cost, when incurred. In the event the transaction terminates before closing, all out-of-pocket expenses incurred, including our counsel fees, if applicable, will be billed to the account.

External Counsel Fees

Fees quoted do not include external fees. A bill for counsel fees incurred up to closing will be presented for payment on the closing date. Counsel fees for periodic meetings and other actions requiring legal review will be billed at our cost, when incurred.

Miscellaneous Services

The charges for performing services not contemplated at the time of the execution of the documents or not specifically covered elsewhere in the schedule will be determined by appraisal in amounts commensurate with the services. These extraordinary services may partially be classified as amendments and usual releases; the preparation of special or interim reports which the trustee or agent must submit to security holders; usual studies, consideration and actions taken with respect to indenture provisions, custody of collateral which is diversified, voluminous in bulk or which involves the trustee or agent in more than usual activity.